

AWBREY BUTTE NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I: Purpose

Section 1: Name of Organization

The name of the organization shall be the Awbrey Butte Neighborhood Association (ABNA). All references to "Neighborhood" and ABNA in these Bylaws are intended to refer to the boundaries of the geographic area described in Article IX

Section 2: Purpose of Organization

The purposes for which ABNA is organized are:

- (a) To enhance the livability of the "Neighborhood" by establishing and maintaining a line of communication and liaison between the neighborhood, the City of Bend, and other Neighborhood Associations.
- (b) To provide an open process by which all members of ABNA may involve themselves in the affairs of the "Neighborhood".
- (c) To perform all acts related to these purposes.

Nothing in these bylaws shall prohibit the ABNA from organizing as a non-profit organization.

Section 3: Status of ABNA as an Association Recognized by the City Of Bend

Although ABNA is an association recognized by the City of Bend, it is an entity independent of the City of Bend and is not part of the government of the City of Bend. As an entity independent of the City of Bend, ABNA, by action of its Board of Directors or Membership, has the power and right to express an opinion or recommendation on political issues, including ballot propositions. These Bylaws authorize the Board of Directors or Membership to conduct candidate forums to help inform the ABNA Membership and the public of the experience and qualifications of candidates for public office, but prohibits the ABNA, its Board of Directors or its Membership from making a recommendation for election of a particular candidate or a slate of candidates on behalf of the ABNA.

ARTICLE II: Membership

Section 1: Eligibility

Membership in the ABNA is open to:

- (a) Any current resident 18 years of age or older who resides in the "Neighborhood".
- (b) Any person or legal entity owning real property, operating a business, professional office, government agency or nonprofit institution, with a physical location in the "Neighborhood".

Section 2: Registration

Any eligible individual may become a member by completing a registration form on paper or on the ABNA Website stating the person's name, postal address, email address, optional phone number and attestation of qualifying age as a basis for membership eligibility. Persons who register and who meet the eligibility requirement shall be admitted to the membership. The Board of Directors may establish rules regarding the proof required to demonstrate eligibility. Membership shall expire when a Member no longer meets the membership eligibility requirements. The ABNA shall maintain a roster of active Members. The Chair shall designate a person or persons to be responsible for maintaining the membership roster. The membership list shall be available for inspection by any ABNA member or by representatives of the City of Bend Office of Neighborhoods. The ABNA may adopt policies limiting disclosure of the ABNA membership list.

Section 3: Voting

Each individual Member shall have one vote, regardless of how many properties the Member may own within the boundaries of the neighborhood. There shall be no limit on the number of votes a household may have, provided each Member is a resident of the household. Each Member or designated representative of a business entity or other organizational member shall have one vote. No individual shall have more than one vote, even if the Member is both a property owner or resident and a business owner. Each vote is to be cast during attendance at any general or special membership meeting or electronically or by surface mail provided such electronic or postal vote is made at least 10 days prior to a General or Special Membership meeting. One representative from each Member government agency or nonprofit organization designated by such agency or organization shall have the same privileges as all other Members.

ARTICLE III: Dues

Charging of dues or membership fees is prohibited, but voluntary contributions and fundraising activities are permitted.

ARTICLE IV: Membership Meetings

Section 1: General Membership Meetings

There shall be at least one general membership meeting yearly. The meeting shall be convened on any day decided by the Board of Directors. Notification of general meetings shall be given at least fourteen (14) days before the date of the meeting, shall specify the date, time and location of the meeting, and shall be in writing, by email, or by telephone notice to ABNA Members. Public notice of general membership meetings shall also be provided by posting an announcement of each meeting on the ABNA Website provided by the City of Bend at least fourteen (14) days prior to the membership meeting or, at least seven (7) days prior to the membership meeting, by any other methods deemed reasonable by the ABNA Board of Directors. The notice shall include a copy of a proposed agenda of items to be considered at the meeting.

Section 2: Special Membership Meetings

The ABNA Board of Directors may call a Special Meeting of the Membership by its majority vote. Notice of a Special Membership Meeting may be provided by any method deemed reasonable by the majority vote of the ABNA Board of Directors to provide membership notice at least seven (7) days prior to the Special Membership Meeting and shall otherwise meet the requirements of notice set forth in Section 1 of this Article.

Section 3: Agenda

The Chair of the ABNA Board of Directors shall prepare the agenda for general and special meetings of the membership. Any Director of the Board of Directors may place an item on the agenda. Any ABNA Member may move to add an item to the agenda at such meetings. Adoption of that motion requires a second and a majority vote.

Section 4: Quorum

A quorum for any general or special meeting shall be a minimum of ten (10) members present or by proxy. Unless otherwise specified in these bylaws, decisions on any agenda item considered at any ABNA membership meeting shall be made by a majority vote of the members present and those absent but voting electronically or by mail.

Section 5: Participation

Any General, Special, Board or committee meeting is open to any person to observe. Only ABNA Members may participate in discussion of matters being considered for action. The Member presiding over the meeting may regulate participation, the order and length of discussions and limit them to relevant points.

Section 6: Procedures

The ABNA shall follow Robert's Rules of Order (Revised) in the conduct of its business unless other procedures are required by these Bylaws. The ABNA shall publish the minutes of all General, Special and Board of Directors meetings following their approval by the Board of Directors by posting them on the ABNA Website maintained for City of Bend Neighborhood Associations.

ARTICLE V: Board of Directors

Section 1: Number

The ABNA Board of Directors shall consist of an uneven number of Directors between five (5) and eleven (11), each of whom shall be elected for a two year term. The majority of the odd number of Directors shall be elected in one year and the remaining minority number of Directors shall be elected the next year. There is no maximum number of terms that a Director elected to the Board of Directors may serve. The ABNA shall be governed by a Board of Directors elected at a General Membership Meeting called to conduct the election by a majority of the ABNA Membership present and those absent but voting electronically or by mail, by ballot containing the names of declared candidates and space for writing the name of additional candidates nominated by an ABNA Member. Any Member of the ABNA shall be eligible for nomination to membership on the Board of Directors. Election requires a majority vote of the members present at the meeting and those absent but voting electronically or by mail.

Section 2: Term of Office for Directors

Terms of office shall commence when elected by the general membership at General Membership Meeting called to conduct the election

Section 3: Officers

Each year the Board of Directors shall determine the number of officers it shall elect from its members. There shall be at least three (3) officers, a Chair, Vice-Chair, and Secretary/Treasurer but the Board of Directors may add additional Officers as it deems necessary for effective operation of the ABNA. Each Officer shall be elected from the Board of Directors by the Board of Directors.

Section 4: Duties of the Directors

The Board of Directors shall manage the affairs of the ABNA, be accountable to the ABNA Members, and shall consider the views presented by any ABNA Member affected by any proposed policies or actions before adopting any recommendation on behalf of the ABNA, and shall comply with these Bylaws. A director shall discharge the duties of a director with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5: Removal of a Board Director or Officer

Any ABNA Officer may be removed from office by an affirmative vote of two thirds of the Board of Directors constituting a quorum at a meeting of the Board of Directors following agenda notice of such intended action. Recall of a Director from the Board of Directors may be initiated by a petition signed by 20% of the ABNA Members. Recall shall be considered only at a Special Meeting of the membership called for the purpose of voting on the petition. The meeting notice shall state that the purpose of the meeting is to consider recall of the Board Director. Any Director may be removed from the Board of Directors at such a Special Meeting by an affirmative majority vote of the Membership present and those absent but voting electronically or by mail. A quorum of at least 10 Members must be present to vote on recall of a Board Director.

Section 6: Vacancy

The Board of Directors may fill any vacancy on the Board of Directors or on any Committee by majority vote of a quorum of the Board of Directors. A Member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

Section 7: Responsibilities of the Board of Directors

The Board of Directors shall have the following responsibilities:

- (a) Manage the daily affairs of the ABNA.
- (b) Make decisions and represent the interests of the ABNA on all matters of "Neighborhood" concern. The Board of Directors shall attempt to seek input from the membership on such matters at regular membership meetings or by such other means determined by the Board of Directors but where it would be impractical to do so, the Board of Directors and/or the representative of the Board of Directors may represent the views of the ABNA on such issues without having such input.
- (c) Report any and all actions to the membership at the next regular meeting of the Board of Directors and through ABNA communication vehicles.
- (d) Appoint standing committees and ad-hoc committees. Committees shall make recommendations to the Board of Directors for action by the Board of Directors. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board of Directors.
- (e) Establish a plan for maintaining and encouraging involvement in the ABNA.

Section 8: Board Meetings

- (a) Regular meetings of the Board of Directors shall be held on a monthly basis or as needed. Other meetings shall be regarded as Special Meetings of the Board of Directors.
- (b) Special Meetings of the Board of Directors may be called by giving notice to each Director of the time, place, and items to be discussed or acted upon at least three (3) calendar days before the special meeting. A Special Meeting shall not be called unless it is necessary to reschedule a regular meeting of the Board of Directors from its regular time or unless insufficient time is available to consider a pertinent matter at the regular meeting of the Board of Directors. Special Meetings of the Board of Directors may be called by the Chair or by any Director.
- (c) A quorum consists of a majority of the currently elected Board of Directors or the Chairman, or Vice Chairman in the absence of the Chairman, plus three (3) currently elected Directors.
- (d) Notification of meetings of the Board of Directors shall be by public posting on the ABNA Website, mail, email or telephone to all Board Directors and any medium likely to reach a majority of the membership of the Neighborhood Association.

Section 9: Roles

There shall be a Chair, a Vice-Chair, a Secretary and Treasurer, elected from among the Board of Directors. The roles of Treasurer and Secretary may be held by one Director. The term of office shall be for a one-year term, commencing with the first meeting of the Board of Directors following the annual General membership Meeting called for the election of ABNA Directors.

Section 10: Officer Duties

The ABNA Board Officers shall have the following duties:

- (a) The Chair shall prepare the notices and agendas of and preside at all meetings of the Board of Directors and all membership meetings and shall, with approval of a majority of a quorum of the Board of Directors, appoint members of committees, and shall perform such duties as the Board of Directors and the Membership from time to time authorize.
- (b) Only the Chair shall represent the position of the Board of Directors and the interests of the ABNA, unless the chair designates other Board Directors, Officers or committees to speak for ABNA in particular instances or on particular issues. The Chair shall make all necessary reports to the City of Bend.
- (c) The Vice-Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board of Directors.
- (d) Secretary: The Secretary shall keep minutes of ABNA meetings, be responsible for all correspondence of ABNA and make available to any current Member ABNA records specifically identified (by type of record, subject of record and approximate date of record) for inspection at a reasonable time. It is not the intent of this provision that the ABNA must retain any document for any period of time. The Secretary shall publish minutes approved by the Board of Directors by making them part of the ABNA Website provided for the Neighborhood Associations by the City of Bend.
- (e) The Treasurer shall be held responsible and accountable for all ABNA funds, shall give an accounting at each General Membership Meeting, and shall receive, safely keep, and disburse ABNA funds. Disbursement of ABNA funds shall require the signature of approval of the Secretary & Treasurer and Chair. The ABNA Board of Directors may separate the officers and functions of the Secretary and the Treasurer at any time.

ARTICLE VI: Conflict Of Interest

Section 1: Definition

A conflict of interest exists whenever a Board Director holds a personal financial interest that will be impacted by an action or inaction by the association on a proposal before the membership or the Board of Directors.

- (a) A personal financial interest includes financial interests held by the Board Director and/or immediate family members.
- (b) A personal financial interest includes an ownership interest greater than 5% of a business affected by an Association decision. Examples of personal financial interest would include:
 - o Employment by the ABNA
 - o Provision of services to the ABNA for which payment will be made.
 - o Ownership of property the use or control of which is being considered by the ABNA.
 - o Plans the purchase of property the use or control of which is under discussion by ABNA.
- (c) A transaction in which a Director has a conflict of interest may be approved by the majority vote of the Board of Directors or a Committee of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors or Committee of the Board of Directors

Section 2: Disclosure

Whenever a Director determines that he or she has a conflict of interest relating to an item under discussion, that Director must inform the body (Board of Directors or ABNA Membership) hearing the proposal that the conflict of interest exists.

Section 3: Voting Restrictions

A Director shall not vote on matters in which they have a conflict of interest.

ARTICLE VII: Indemnification

The ABNA shall indemnify a Board Director or Officer who may be a party to a proceeding as a result of the individual being, having been or taken action as a Board Director or Officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

ARTICLE VIII: Procedure For Consideration Of Proposals

Section 1: Procedure

Any person or group, inside or outside the "Neighborhood" may propose in writing or electronically items for consideration and/or recommendation to the Board of Directors. The Board of Directors shall decide whether the proposed items will be heard by the Board of Directors and if so, which meeting is most appropriate for the item to be heard. Any ABNA Member or authorized representative of a Department of the City of Bend may submit to the ABNA Chair, in writing or electronically, an item for consideration by the Board of Directors, which said item shall then be placed on the agenda of the Board of Directors for consideration and action at its meeting. The Member proposing the item may make a presentation and answer questions concerning the proposal.

Section 2: Review

The proposer and Members directly affected by such proposal shall be notified in writing or electronically of the time and place the proposal shall be reviewed not less than seven (7) days in advance.

Section 3: Notification

The ABNA shall submit recommendations and dissenting views of the relevant meetings to the proponent and other affected parties.

Article IX. ABNA Boundaries

The ABNA encompasses a region generally defined as east of Bend UGB [roughly defined by NW Skyline Ranch Rd]; north of COCC, Regency/ Rimrock/West Hills/Wilmington St; west of Deschutes River; and south of Bend UGB [roughly defined by NW Skyline Ranch Rd]

ARTICLE X: Adoption and Amendment of Bylaws

Any amendment to these Bylaws shall be proposed in writing and presented for consideration by the Board of Directors. Following consideration by the Board of Directors the proposed amendment(s) shall be presented to the membership, with the recommendation of the Board of Directors to approve or reject the amendments, for its consideration at a General or Special Membership Meeting. Adoption of amendments to these Bylaws shall require a majority vote of approval by a quorum of the Membership attending the meeting and those absent but voting electronically or by mail.

Adopted 10/17/2017